

LAW OFFICES OF RICHARD A. FOGEL, PLLC

2777 STEMMONS FREEWAY

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DALLAS, TEXAS 75207

(214)267-9110

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RECORDATION NO. 23867-J FILED

May 24, 2004

MAY 25 '04

3-46 PM

Secretary
Surface Transportation Board
1925 K Street, Room 704
Washington, D.C. 20046
Attention: Recordation

SURFACE TRANSPORTATION BOARD

RE: Documents for Recordation
Trinity Industries Leasing Company
[B] Indenture Trust Supplement No. 6

Dear Ladies and Gentlemen:

On behalf of Trinity Industries Leasing Company and in accordance with the provisions of Section 11303 of the Interstate Commerce Act, as revised, and Rules and Regulations of the Surface Transportation Board ("STB") thereunder, enclosed herewith for filing and recordation are the following documents:

1. Two (2) executed originals of Memorandum of [B] Trust Indenture Supplement No. 6, a primary document, dated as of May 18, 2004, between Trinity Industries Leasing Company (the "Company"), Trinity Industries, Inc. (the "Guarantor") and The Bank of New York, as Trustee (the "Trustee");
2. Two (2) executed originals of a Partial Release of Trust Indenture, a secondary document, dated May 18, 2004, between the Company, Guarantor and the Trustee.
3. Two (2) executed originals of a Memorandum of Leases, a primary document, dated May 18, 2004; and

The enclosed Memorandum of [B] Trust Indenture Supplement No. 6 and Memorandum of Leases referenced in paragraphs 1 and 2, above, relate to the [B] Trust Indenture and Security Agreement dated as of February 15, 2002 and that certain [B] Trust Indenture Supplement No. 1 dated as of February 15, 2002 among the Company, the Guarantor and the Trustee, which was filed and recorded under Recordation Nos. 23867 and 23865, respectively, on February 15, 2002.

The enclosed Partial Release of Trust Indenture referenced in paragraph 3, above, relates to various railcars and the lease thereof subject to the said [B] Trust Indenture and Security

Agreement that were released from the Trust Indenture and assigned by the said Trustee to the Company.

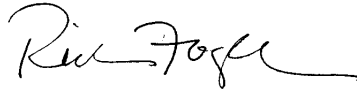
The address of Trinity Industries Leasing Company is 2525 Stemmons Freeway, Dallas, Texas 75207, and the address of the Trustee is 101 Barclay Street, 8th Floor, New York, New York 10286.

The railroad equipment covered by the Supplement to [B] Trust Indenture Supplement No. 6 is described in Exhibit A attached hereto. The foregoing railroad equipment consists solely of cars intended for use relating to interstate commerce.

Enclosed is our check in the amount of \$90.00 to cover the recordation fee.

You are hereby authorized to deliver any unneeded copies of the enclosed documents, with the filing date noted thereon, following recordation thereof, to the representative of Washington Service Bureau who is delivering this letter and said enclosures to you.

Very truly yours,

A handwritten signature in dark ink, appearing to read "Richard A. Fogel", with a long horizontal flourish extending to the right.

Richard A. Fogel

RAF/slf
encl.

cc: Patrick Hurst (w/o encl.)

Exhibit A

TRINITY INDUSTRIES LEASING COMPANY EQUIPMENT TRUST CERTIFICATE 12 SUBSTITUTION SCHEDULE AS OF APRIL 30, 2004

Pool B

Replacement Equipment

<u>Asset Mark</u>	<u>LesseeName</u>	<u>Rider</u>	<u>Mfg Date</u>	<u>FMV</u>
NKCR065601	FERROCARRIL MEXICANO	5	2/22/2000	66,534.00
NKCR065605	FERROCARRIL MEXICANO	5	2/22/2000	66,534.00
NKCR065606	FERROCARRIL MEXICANO	5	2/22/2000	66,534.00
NKCR065607	FERROCARRIL MEXICANO	5	2/22/2000	66,534.00
NKCR065611	FERROCARRIL MEXICANO	5	2/22/2000	66,534.00
NKCR065614	FERROCARRIL MEXICANO	5	2/22/2000	66,534.00
NKCR065615	FERROCARRIL MEXICANO	5	2/22/2000	66,534.00
NKCR065616	FERROCARRIL MEXICANO	5	2/22/2000	66,534.00
NKCR065617	FERROCARRIL MEXICANO	5	2/22/2000	66,534.00
NKCR065622	FERROCARRIL MEXICANO	5	2/22/2000	66,534.00
NKCR065623	FERROCARRIL MEXICANO	5	2/22/2000	66,534.00
NKCR065625	FERROCARRIL MEXICANO	5	2/22/2000	66,534.00
NKCR065626	FERROCARRIL MEXICANO	5	2/22/2000	66,534.00
NKCR065627	FERROCARRIL MEXICANO	5	2/22/2000	66,534.00
NKCR065629	FERROCARRIL MEXICANO	5	2/22/2000	66,534.00
NKCR065630	FERROCARRIL MEXICANO	5	2/22/2000	66,534.00
NKCR065730	FERROCARRIL MEXICANO	5	6/30/2000	59,883.95
NKCR065753	FERROCARRIL MEXICANO	5	6/30/2000	59,883.95
NKCR065755	FERROCARRIL MEXICANO	5	6/30/2000	59,883.95
NKCR065758	FERROCARRIL MEXICANO	5	6/30/2000	59,883.95
NKCR065771	FERROCARRIL MEXICANO	5	6/30/2000	59,883.95
NKCR065782	FERROCARRIL MEXICANO	5	6/30/2000	59,883.95
NKCR065786	FERROCARRIL MEXICANO	5	6/30/2000	59,883.95
NKCR065787	FERROCARRIL MEXICANO	5	6/30/2000	59,883.95
NKCR065792	FERROCARRIL MEXICANO	5	6/30/2000	59,883.95
NKCR065809	FERROCARRIL MEXICANO	5	6/30/2000	59,883.95
NKCR065815	FERROCARRIL MEXICANO	5	6/30/2000	59,883.95
NKCR065817	FERROCARRIL MEXICANO	5	6/30/2000	59,883.95
NKCR065818	FERROCARRIL MEXICANO	5	6/30/2000	59,883.95
NKCR065822	FERROCARRIL MEXICANO	5	6/30/2000	59,883.95
NKCR003168	MERIDIAN AGGREGATE CO.	1	1/21/1998	37,344.00
NKCR003169	MERIDIAN AGGREGATE CO.	1	1/21/1998	37,344.00
NKCR003178	MERIDIAN AGGREGATE CO.	1	1/21/1998	37,344.00
NKCR003179	MERIDIAN AGGREGATE CO.	1	1/21/1998	37,344.00
NKCR003180	MERIDIAN AGGREGATE CO.	1	1/21/1998	37,344.00
NKCR003182	MERIDIAN AGGREGATE CO.	1	1/21/1998	37,344.00
NKCR003186	MERIDIAN AGGREGATE CO.	1	1/21/1998	37,344.00
NKCR003192	MERIDIAN AGGREGATE CO.	1	12/15/1997	37,056.00
TIMX002573	PROCTER & GAMBLE COMPANY	9	12/29/1988	12,853.50
TIMX002583	PROCTER & GAMBLE COMPANY	9	12/29/1988	12,853.50
TIMX002587	PROCTER & GAMBLE COMPANY	9	12/29/1988	12,853.50
TIMX002588	PROCTER & GAMBLE COMPANY	9	12/29/1988	13,769.48
TIMX012113	PROCTER & GAMBLE COMPANY	9	12/29/1988	12,853.50
TIMX012115	PROCTER & GAMBLE COMPANY	9	12/29/1988	12,853.50
TIMX012117	PROCTER & GAMBLE COMPANY	9	12/29/1988	12,853.50

2,292,273.78

Pool A

MAY 25 '04

3-46 PM

SURFACE TRANSPORTATION BOARD

[B]-6

MEMORANDUM OF [B] TRUST INDENTURE SUPPLEMENT NO. 6

This Memorandum of [B] Trust Indenture Supplement No. 6 (this "Memorandum") is made and entered into by and among Trinity Industries Leasing Company, a Delaware corporation (the "Company") and Trinity Industries, Inc., a Delaware corporation (the "Guarantor") pursuant to the Security Agreement (as defined below) respecting (i) that certain [B] Trust Indenture and Security Agreement dated as of February 15, 2002, among the Company, the Guarantor and The Bank of New York, as trustee (the "Trustee"), and (ii) that certain [B] Trust Indenture Supplement No. 1 dated as of February 15, 2002, among the Company, the Guarantor and the Trustee (collectively, the "Security Agreement").

Pursuant to the provisions of the Security Agreement, the Company and the Guarantor hereby affirm and acknowledge that:

1. The Company has agreed to execute and deliver to the Trustee an equipment note and the Trustee has agreed to accept such an equipment note from the Company and, as security therefor, grant the Trustee a first priority security interest in (i) certain railroad equipment bearing reporting marks and road numbers as listed on Exhibit A attached hereto and (ii) certain leases with respect to such equipment identified by the lessee numbers and rider numbers as listed on Exhibit B attached hereto, subject to the terms defined in the Security Agreement.

2. This Memorandum is prepared only for the public record and is being recorded with the Surface Transportation Board pursuant to 49 U.S.C. Section 11301(a) and the Registrar General of Canada.


IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate authority, has caused this Memorandum to be duly executed in its corporate name by its officers, thereunto duly authorized, as of May 18, 2004.


COMPANY:

GUARANTOR:

TRINITY INDUSTRIES LEASING
COMPANY

TRINITY INDUSTRIES, INC.


By: 
Name: Eric Marchetto
Title: Vice President

By: 
Name: Neil O. Shoop
Title: Treasurer

STATE OF TEXAS)
) SS:
COUNTY OF DALLAS)

On this 18th day of May, 2004, before me personally appeared Eric Marchetto, to me personally known, who being duly sworn, stated that he is Vice President of Trinity Industries Leasing Company, that said instrument was signed on behalf of said corporation by authority of its board of directors or other governing body, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Tommie G. Cain
Notary Public, State of Texas
My Commission Expires 5-13-2007
My Commission Expires: _____


Notary Public

STATE OF TEXAS)
) SS:
COUNTY OF DALLAS)

On this 18th day of May, 2004, before me personally appeared Neil O. Shoop, to me personally known, who being duly sworn, stated that he is Treasurer of Trinity Industries, Inc., that said instrument was signed on behalf of said corporation by authority of its board of directors or other governing body, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Tommie G. Cain
Notary Public, State of Texas
My Commission Expires 5-13-2007
My Commission Expires: _____



Notary Public

Exhibit A

TRINITY INDUSTRIES LEASING COMPANY EQUIPMENT TRUST CERTIFICATE 12 SUBSTITUTION SCHEDULE AS OF APRIL 30, 2004

Pool B

Replacement Equipment

<u>Asset Mark</u>	<u>LesseeName</u>	<u>Rider</u>	<u>Mfg Date</u>	<u>FMV</u>
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NKCR065611	FERROCARRIL MEXICANO	5	2/22/2000	66,534.00
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NKCR065792	FERROCARRIL MEXICANO	5	6/30/2000	59,883.95
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Pool A

Exhibit B

TRINITY INDUSTRIES LEASING COMPANY EQUIPMENT TRUST CERTIFICATE 12 SUBSTITUTION SCHEDULE AS OF APRIL 30, 2004

Pool B

Replacement Equipment

<u>ID</u>	<u>Lessee #</u>	<u>LesseeName</u>	<u>Rider</u>	<u>Units</u>	<u>FMV</u>
1	2116	FERROCARRIL MEXICANO	5	30	1,902,919
2	4864	MERIDIAN AGGREGATE CO.	901	8	298,464
3	6317	PROCTER & GAMBLE COMPANY	9	7	90,890
					<hr/> 2,292,274